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BY - LAWS

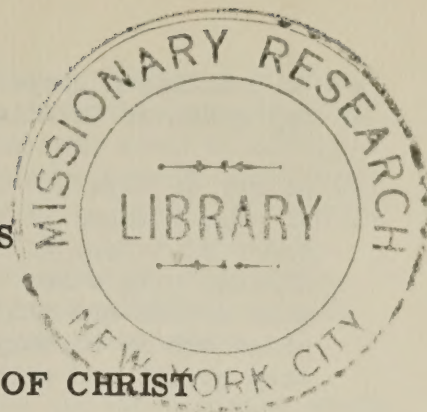
of the

DIVISION OF FOREIGN MISSIONS

of the

NATIONAL COUNCIL OF THE CHURCHES OF CHRIST

IN THE UNITED STATES OF AMERICA



PREAMBLE

Organized missionary cooperation in North America began with the establishment of the Foreign Missions Conference in 1893. The Division of Foreign Missions, succeeding to the responsibilities of the Conference in 1950, is the developing instrument of that cooperation, dedicated to the spread of the Christian evangel throughout the whole world.

Article I -- NAME

The name of this Division, as provided for in Article X of the Constitution of the Council, shall be DIVISION OF FOREIGN MISSIONS of the NATIONAL COUNCIL OF THE CHURCHES OF CHRIST IN THE UNITED STATES OF AMERICA, hereinafter respectively referred to as "the Division" and "the Council." Under the title of "The Foreign Missions Conference of North America," hereinafter referred to as "the Conference," the Division fulfills the legal function of electing the Directors and directing the work of its incorporated body, "The Committee of Reference and Counsel of the Foreign Missions Conference of North America, Inc.," incorporated under the laws of the State of New York by act of the Legislature, Chapter 699, June 1, 1917.

Article II -- PURPOSE AND FUNCTIONS

1. Purpose. It is the purpose of the Division to further the general objectives of the Council by providing a medium through which boards may make effective their essential unity of purpose and by cooperation may promote the effectiveness of their work.
2. Functions. The functions of the Division are:
 - a) To provide for conferences of representatives of boards for consultation and for the presentation and discussion of topics concerning their work
 - b) To provide for the investigation and study of missionary problems
 - c) To foster and promote a science of missions
 - d) To perform specific tasks, including any requested by the Council, as agreed upon by the boards through their representatives

- e) To facilitate cooperation by two or more boards in any foreign missionary endeavor in which they may desire united action
 - f) As may be directed by representatives of the boards, to represent them, or any of them, in consultations and cooperative relationships with other Divisions of the Council; with non-participating foreign mission boards; with other committees, councils and agencies of the churches; with social and philanthropic agencies; and, in so far as such relationships are in harmony with the policies of the Council, with other voluntary groups and with governments
3. The Division shall have authority in accordance with the Constitution and General By-Laws of the Council and the Act of Incorporation of the Committee of Reference and Counsel of the Conference:
- a) To regulate its own proceedings
 - b) To secure, appropriate and administer funds for its work
4. The Division recognizes the complete administrative autonomy of all boards and their right to determine the form and extent of their cooperation within the Division. The Division being a purely voluntary association of boards, neither it nor any of its parts has authority to commit boards to any position, policy or course of action, except as such boards may request or authorize the Division or other unit so to act, and then only within the bounds of such request or authority.
5. The Division represents boards in the sense of possessing through direct representation unique opportunity for knowing the mind and the policies of the several boards. The influence and usefulness of the Division will depend upon the thoroughness of its investigations, the soundness of its methods of procedure, and the reasonableness of its conclusions and recommendations.
6. It is not within the scope of the Division to consider questions of ecclesiastical faith and order which represent denominational differences.

Article III -- MEMBERSHIP

Membership in the Division is held by mission boards, societies and agencies of the United States and Canada engaged in Christian work overseas, hereinafter referred to as "the boards," in accordance with Article III, sections 2b and 3b, of the Constitution of the Council, as follows:

- 1. Boards whose communions have membership in the Council as a whole are participating bodies in the Division.
- 2. Denominational boards and other agencies which were members of the Conference at the time of its becoming the Division and which accepted membership in the Division prior to the Constituting Convention of the Council, are also participating bodies with equal standing within the Division.
- 3. a) Other denominational boards and agencies which accept the purpose and functions of the Division as defined in Article II of these By-Laws and

the Preamble of the Constitution of the Council may become participating bodies in accordance with the procedure described in paragraph b) of this Section. Such other agencies may include women's foreign missionary organizations which are auxiliary to the general missionary organizations of their churches, interdenominational boards of management for Christian institutions of higher learning in the mission field overseas, interdenominational agencies which serve the common interest because of their close relation to foreign missionary work, and boards or committees of control of interboard enterprises.

- b) Any such organization applying for participation in the Division shall, with its application, supply a statement of its objectives and principles, a copy of its Constitution and By-Laws, its Articles of Incorporation, if incorporated, its latest official report and its financial reports for the five years immediately preceding. The board, in accordance with Articles III, Section 3b, and X, Section 4, of the Constitution of the Council, shall examine the application, the accompanying documents and any other relevant data, to form a judgment as to whether the objectives and principles revealed are in harmony with those of the Division, and shall then make, in writing to the boards, recommendation for action on the application. Not earlier than three months after the date of such recommendation, the Division in its Assembly may, by a two-thirds vote of representatives present and voting, admit the applicant to participation in the Division.

- 4. The Division may recognize as Consultant Agencies, by the process described in Section 3b above, such boards or agencies as are in agreement with its purposes and functions but are unable to apply for participation on the usual basis. Such Consultant Agencies shall be entitled to share in the services and support of the Division as may be mutually agreed upon, and to appoint representatives to the Assembly upon the same basis of representation as full participants. Their representatives to the Assembly shall have the privileges of the floor, without vote.

Article IV -- DIVISION ASSEMBLY

- 1. The governing body of the Division, in accordance with Article X, Section 4, of the Constitution of the Council, shall be the Division Assembly, hereinafter referred to as "the Assembly."
- 2. Representation at meetings of the Assembly shall be on the following basis:
 - a) Communions which have membership in the Council as a whole and their boards shall be represented at all Assembly meetings by the representatives of those communions which have been assigned to the Assembly in accordance with Article X, Section 4, of the Constitution and Article VII, Section 1, of the General By-Laws of the Council. In case such representation is less in number than that to which the board (or boards) would be entitled under the provisions of Section 2b of this Article, the board may appoint additional representatives so as to bring its entire representation up to that number.
 - b) Boards participating in the Division under Article III, Sections 2 and 3, of these By-Laws, shall be entitled to representation as follows:

- (1) From each board, two representatives
 - (2) From each denominational board which includes responsibility for the women's foreign mission work of its denomination and which has an annual recurring expenditure for foreign missions, exclusive of home base and administrative expense and non-recurring items overseas, in excess of \$100,000, two additional representatives
 - (3) From each board or from each group of two or more boards serving a single denomination, two additional representatives when such board's or group's total annual recurring expenditure for foreign missions, exclusive of home base and administrative expense and non-recurring items overseas, is successively in excess of the following figures: \$250,000; \$500,000; \$1,000,000; and also two for each additional \$500,000 over \$1,000,000
 - (4) From each woman's foreign missionary organization which is auxiliary to the general missionary organization of its church, representation in accordance with Paragraphs (1) and (3) of this subsection
 - (5) From each interdenominational or undenominational board of management organized in North American for Christian institutions of higher learning in the mission field overseas, one representative
 - (6) From each interdenominational or undenominational agency which serves the common interest because of its close relation to foreign missionary work, one representative
 - (7) From each board or committee of control of interboard enterprises, one representative
 - (8) From member boards, representatives not to exceed fifteen in number in addition to the representation provided for in b) (2) and (3) to be appointed on nomination of the Executive Board of the Division.
- c) The Chairmen of Representative, Standing and Special Committees, members of the Board not appointed as representatives of their boards, members of the Staff Council in accordance with Article XIII of these By-Laws, and the General Secretary of the Council, shall be ex officio members of all meetings of the Assembly, without vote but with the privileges of the floor.
- d) The board may invite representatives of other units of the Council, of state and local councils of churches and of church women, and of other related interdenominational organizations, to sit in the Assembly as consultative members with all the privileges of the floor, except vote.
- e) The voting representatives in the General Assembly assigned to the Assembly shall have the same term of office in the Assembly as in the General Assembly. Representatives appointed under Section 2b of this Article, and the additional representatives appointed under Section 2a shall have a term of two years, beginning at the opening of the Annual Meeting of the Assembly held during or near the Biennial Meeting of the Council and terminating just before the second following Annual

Meeting or until their successors have been chosen and have qualified. In case of their inability to attend the intervening Annual Meeting or any special meeting during their term of office, their boards may appoint alternates for that meeting.

Article V -- OFFICERS

1. The Officers of the Division shall be elected by the Assembly in accordance with Article X, Section 7, of the Constitution of the Council. They shall be a chairman, two Vice-Chairmen, a Recording Secretary and a Treasurer, and shall be elected by the Assembly at each Annual Meeting and hold office for one year, from the close of that Meeting until the close of the following Annual Meeting, or until their respective successors are elected and have qualified; but in case the Chairman is nominated as Divisional Vice-President of the Council, his term of office shall be the two years of his service in that capacity. Each such officer shall be included in the representation from his board for the Annual Meeting for which he serves, except that in case the Treasurer of the Council is elected to serve as the Treasurer of the Division, he shall be a voting member of the Assembly ex officio for his period of service in that capacity.
2. Duties
 - a) The Officers of the Division and of the Board shall perform such duties and bear such responsibilities as usually appertain to such offices.
 - b) The Treasurer shall be responsible for the safe custody of all funds of the Division and the Board and for the disbursement of these funds in accordance with regulations established by the Board. Funds of the Board available for investment shall be invested by the Treasurer under the direction of the Board's Executive Committee.
 - c) The Treasurer shall present an annual financial statement at the first meeting of the Board after the close of the fiscal year and at the Annual Meeting, and interim statements when requested by the Board. The annual financial statement shall be audited as the Board or the General Board may direct.

Article VI -- EXECUTIVE BOARD

1. There shall be an Executive Board of the Division, elsewhere in these by-laws referred to as "the board." It shall be composed of: (a) the Officers of the Division, not including its salaried Officers; (b) the Chairmen or Vice-Chairmen of Representative and Standing Committees; and (c) thirty additional members of the Assembly to be elected by the Conference who shall hold office for a period of three years in groups of ten to be elected annually and who shall constitute the Board of Directors called for in Section 3 of the Act of Incorporation of the Committee of Reference and Counsel of the Conference; and (d) members of the Executive Staff of the Division as consulting members without vote. This Board shall be the Committee of Reference and Counsel of the Conference. The term of office shall begin at the time of election and extend for a period of three years or until their successors are elected and have qualified. The Board shall have

a Chairman who shall be elected by the Assembly and shall elect such other Officers as it deems expedient. The term of office shall begin at the end of the Annual Meeting and extend for a term of one year until the close of the next Annual Meeting or until their successors are elected and have qualified; but in case the Chairman is nominated as Divisional Vice-President of the Council, his term of office shall be the two years of his service in that capacity.

2. The Board shall adopt Standing Rules to govern detailed matters of procedure which may be amended by a two-thirds vote of those present and voting at any meeting of the Board.
3. The Board shall have, ad interim, all powers of the Division not restricted to meetings of the Assembly by the Constitution of the Council, these By-Laws, or the Act of Incorporation.
4. Members of the Staff Council shall be ex officio members of the Board without vote.

Article VII -- COMMISSIONS

The Division may, in accordance with Article X, Section 8, of the Constitution and Article VII, Section 4, of the General By-Laws of the Council, appoint such Commissions and assign them such responsibilities as may be necessary and desirable.

Article VIII -- JOINT DEPARTMENTS

1. The Division shall participate in the work of the Joint Commission on Missionary Education and of the following Joint Departments:
 - a) Administratively related to the Division:
 - American Communities Overseas
 - b) Functionally related to the Division:

Christian Life Service	Religious Liberty
Evangelism	Stewardship
Family Life	
2. The Division shall, in accordance with Article XII of the Constitution and Article IX of the General By-Laws of the Council, provide administrative services for the Joint Department on American Communities Overseas and for such other Joint Commissions and Joint Departments as may be administratively related to it later by provisions of the General By-Laws of the Council or by action of the General Board. In the case of such Joint Commissions or Joint Departments, their Executive Officers shall have the same relationship to the operations of the Division as do those of Representative Committees.

Article IX -- DEPARTMENTS

The Division may set up such departments and assign them such responsibilities

as may be necessary and desirable in accordance with Article X, Section 8, of the Constitution, and Article VII, Section 4, of the General By-Laws of the Council.

Article X -- COMMITTEES

1. Representative Committees

- a) The Board may authorize the creation, alteration or discharge of Representative Committees organized for the purpose of forwarding the interests of participating Boards in different areas or in particular functions of mission work, or may recognize as Representative Committees groups already functioning in this respect.
- b) A Representative Committee shall have full liberty to act within the framework of the Division in accordance with mutually accepted relationships. Participation in the Division as a Representative Committee carries with it the obligation for clearance on all major matters which directly involve essential interests of the Division or the Council as a whole, or involve those of other Representative Committees, the responsibility resting with the Division.
- c) Each Representative Committee shall seek to provide opportunities for boards to counsel and act together on missionary problems pertaining to its particular area or function. It shall consider and seek to forward by appropriate action such cooperative or united work as the participating boards approve, including any necessary financing and administration both for its basic service and for such special projects as may be undertaken, subject to the general authority of the Assembly and the board. Each Representative Committee shall be primarily responsible for financing all phases of its work, including secretarial oversight, administrative expenses, and work projects. Each Representative Committee shall adopt Rules of Procedure covering membership and administration, to be in harmony with these By-Laws.
- d) Each board desiring to participate in the work of a Representative Committee shall be entitled to do so, unless otherwise provided in the Rules of Procedure adopted by the Representative Committee. It shall designate to serve upon the Representative Committee one or more representatives for such period as it may wish, the number of representatives from each participating board to be determined in the Rules of Procedure of the Representative Committee. A Representative Committee so desiring may provide for the participation in its work of representatives of organizations not members of the Division. It may invite additional members according to its Rules of Procedure, but not in number in excess of one-third of the total membership. It may provide for participation on a correspondence basis by boards which are unable to participate more fully in its deliberations and activities, but desire to be kept informed concerning those deliberations and activities and to receive its services. In the case of boards participating on such a basis, a mutually satisfactory arrangement for remuneration for such services shall be worked out.
- e) Secretaries of functional Representative Committees shall be ex officio

members without vote of area Representative Committees and secretaries of area committees shall have the same relationship to functional committees.

- f) Each Representative Committee shall elect its Officers and appoint its subcommittees according to its Rules of Procedure. The Chairman or Vice-Chairman, as may be determined by each Representative Committee, shall be its ex officio member of the Board, and with its secretary shall be responsible for presenting such matters as should properly come from it to the Board.
 - g) Activities of Representative Committees shall be reported to the Division or its Board from time to time, so that such activities may be known to all boards and may be correlated by the Division.
 - h) The listing of the Representative Committees with their functions shall be included in the Standing Rules of the Division.
2. a) The Assembly shall elect a Standing Committee on Nominations which shall have the following duties:
- (1) To present to the Annual Meeting a list of nominees from among the representatives in the Assembly for the Officers of the Division listed in Article V, Section 1a, of these By-Laws; for the Chairman of the Board, and for membership on the Board, on the Standing Committee on Nominations and on the Business Committee for that Meeting. The Board on its own initiative may fill ad interim any vacancies.
 - (2) At the first meeting of the Board following the election of its new members at the Annual Meeting, to present a list of nominees for other Officers of the Board, for Chairman and Vice-Chairman of the Staff Council, for members and Officers of Standing Committees, other than the Standing Committee on Nominations, for representatives and nominees of the Division on Joint Commissions and Joint Departments and other joint agencies of the Council and upon other organizations, and for any other elective or appointive positions the filling of which is not restricted to the Assembly. In the case of salaried Officers, the Standing Committee on Nominations shall receive and embody the recommendations of the Board's Executive Committee.
 - (3) Biennially at the meeting of the Assembly to nominate the officer to be nominated to the Council as a Divisional Vice-President.
- b) The Board shall appoint from its membership, an Executive Committee of fifteen persons to include the following: The Chairman and Vice-Chairman of the Executive Board and of the Committee of Reference and Counsel, the Chairman of the Division, the Recording Secretary of the Board, and at least four Board Treasurers.

The presence of five members shall be necessary to constitute a quorum.

The Executive Committee shall be free to draw into its counsels, specialized personnel from member boards and otherwise as consultants.

- c) The Board shall appoint other Standing and Special Committees for carrying on the work of the Division as it may deem desirable, the list of Standing Committees to be included in the Standing Rules for the Division.

Article XI -- RELATIONSHIPS WITH OTHER UNITS OR AGENCIES

1. The Division shall seek at all times to cooperate with other Divisions, Departments, Commissions and Committees of the Council and to appoint or nominate representatives to work with other units in the coordination of effort as set forth in the Constitution and General By-Laws of the Council.
2. The Division shall make provision for representation on its Committees from units of the Council whose work is closely related to foreign missions. Similarly, the Division shall name representatives to serve on such other units of the Council as may be agreed upon.
3. The Board may cooperate with other organizations with similar interests through the formation of joint committees or agencies, in each case defining their authority and responsibilities, as well as methods of financing, and appointing the representatives of the Division to serve upon them. It may also designate an existing organization to serve as the Division's agent in specified matters or areas of concern.

Article XII -- COORDINATING COMMITTEES

In accordance with Article XIV of the Constitution and Article XI of the General By-Laws of the Council, the Division shall participate in such Coordinating Committees on behalf of the entire work of the Council as may be requested by the General Board of the Council.

Article XIII -- STAFF

1. Salaried Officers of the Division shall be proposed by the Executive Committee to the Board upon the recommendation of its Sub-Committee on Executive Staff, in consultation with the General Secretary of the Council. The Board may then nominate them to the General Board for election, through the Divisional Vice-President and the General Secretary, as provided in Article XV of the General By-Laws of the Council.
2. The Division shall have a Staff Council composed of its secretaries other than the Recording Secretary, including those serving Representative Committees, and of the secretaries of the International Missionary Council resident in North America. On vote of the Staff Council, secretaries of Standing or Special Committees of the Division, or of joint committees in which the Division participates, or of organizations recognized as serving a similar function, shall be included in its membership.
3. The Staff Council shall be responsible for reviewing and for advancing in such ways as it may deem desirable the program of all committees of the Division; for coordinating related elements of their work; for formulating and proposing new work which it believes desirable; for advising the Division and its Board; and for carrying out such responsibilities and exer-

cising such functions as the Division or its Board may from time to time delegate to it.

Article XIV -- BUDGET

1. All participating boards shall be expected to share in the financial support of the work of the Division, except that in the case of Representative Committees only those boards appointing representatives to any given committee shall be expected to participate in the financing of that committee or to receive the benefit of its services, unless the Representative Committee shall provide for participation on a correspondence basis as stated in Article X, Section 1d, of these By-Laws. Contributions may be sought by the Division and its committees from other sources if desired, subject to such regulations as the Division and the Council may from time to time adopt.
2. In accordance with Article V, Section 9, Articles XIII and XV of the Constitution and Articles VI, VII, Section 3, and XIV of the General By-Laws, the Board shall prepare an annual coordinated budget for the Division as a whole, which shall include all receipt and expenditure items for the work of (a) the general services; (b) related agencies in the support of which the Division shares; (c) the Representative Committees; (d) any Standing Committees which have separate budget and (e) Joint Commissions, Joint Departments, or committees in the support of which the Division shares.
3. Each Representative Committee or other budgetary unit shall be primarily responsible, in accordance with the procedures of the Council and the Division, for financing all phases of its work, including secretarial oversight, administrative expense and work projects.
4. In preparing the budgets of the several units for inclusion in the coordinated budget, submitting them to the boards, and adopting final operating budgets for the fiscal years, within the limits approved by the General By-Laws of the Council, those responsible shall follow the procedures specified in the Standing Rules.

Article XV -- MEETINGS

1. The Division shall meet annually in the Assembly at such time and place as the Assembly or the Board may determine, written notice to be sent to all representatives sixty days in advance, and may hold special meetings of the Assembly, at such times and places as the Assembly or the Board shall designate. Written notice of special meetings shall be sent to all representatives sixty days in advance, stating the time, place, and purpose of the meeting.
2. The Board as a rule shall have quarterly meetings, written notice of which shall be sent to all representatives at least thirty days in advance. Special meetings of the Board may be called as it may determine. Written notice shall be sent to all representatives not less than thirty days in advance, stating the time, place and purpose of the meeting.
3. The Division from time to time, either under its own auspices or in concert

with other agencies, shall arrange for gatherings of representatives of boards and agencies engaged in the work of foreign missions for the consideration of missionary issues and interests and for the development in the churches of a deepening concern for the missionary enterprise. These gatherings shall have no legislative functions.

Article XVI -- QUORUM

Twenty-five representatives shall constitute a quorum at any annual or special meeting of the Assembly. Nine voting members shall constitute a quorum at any meeting of the Board or of the Board of Directors of the Committee of Reference and Counsel of the Conference. Five members shall constitute a quorum of the Executive Committee of the Board.

Article XVII -- AMENDMENTS

Amendments to these By-Laws may be proposed at any meeting of the Assembly or of the Board. Two months' notice in writing of proposed amendments must be given to all member boards before action is taken. Subject to this provision, proposed amendments may be adopted at the next meeting of the Assembly by a two-thirds vote of representatives present and voting provided that the said amendments are, in the judgment of the General Board, in harmony with the Constitution and General By-Laws of the Council.

